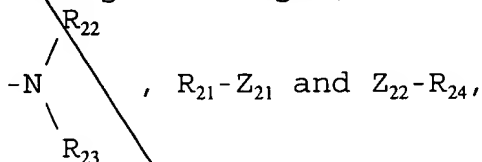


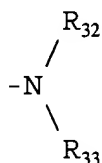
substituted aryl or heteroaryl with at least one substituent
 selected from the group consisting of lower alkyl, lower alkoxy,
 lower alkylthio, lower alkoxycarbonyl, lower alkylsulfonyl,
 halogen, $-\text{CF}_3$, $-\text{OCF}_3$, $-\text{OH}$, $-\text{NO}_2$, $-\text{CN}$, aryl, aryloxy, cycloalkyl and
 heterocycloalkyl, X is $-(\text{CH}_2)_n-\text{Z}$, Z is selected from the group
 consisting of a covalent bond, $-\text{NH}-$, $=\text{O}$ and $=\text{S}$, n is 0, 1 or 2, Y
 is oxygen or sulfur, R_1 is selected from the group consisting of
 hydrogen, $-\text{OH}$, halogen, lower alkyl and lower alkoxy, the alkyl and
 alkoxy being unsubstituted or substituted with at least one member
 of the group consisting of $-\text{CF}_3$, lower alkoxy, $-\text{NH}_2$ and mono- and
 di-lower alkylamino. R_{2a} and R_{2b} are individually selected from the
 group consisting of hydrogen, substituted or unsubstituted lower
 alkyl, substituted or unsubstituted lower alkenyl, substituted or
 unsubstituted lower alkynyl and $-\text{Z}_{21}-\text{R}_{21}$, the substituents being at
 least one member of the group consisting of halogen,



R_{22} and R_{23} are individually selected from the group consisting of
 hydrogen, lower alkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl,
 heteroaryl, or heteroarylalkyl, alkylsulfonyl, cycloalkylsulfonyl,
 arylsulfonyl, lower alkoxycarbonyl, aryloxycarbonyl, alkylcarbonyl,
 arylcarbonyl and cycloalkylcarbonyl, Z_{21} and Z_{22} are individually
 selected from the group consisting of oxygen, sulfur, $-\text{CO}-$ and $-\text{O}-$
 $\text{CO}-$, R_{24} is selected from the group consisting of hydrogen, lower
 alkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, heteroaryl,

B' cont.
C2 cont

heteroarylalkyl, alkylsulfonyl, cycloalkylsulfonyl and arylsulfonyl, R_{21} is selected from the group consisting of hydrogen, lower alkyl, aryl and aralkyl, R_3 is selected from the group consisting of hydrogen, halogen, $-NO_2$, $-CN$, unsubstituted or substituted alkyl of 1 to 10 carbon atoms, unsubstituted or substituted lower alkyl, unsubstituted or substituted lower alkynyl, unsubstituted or substituted cycloalkyl, unsubstituted or substituted cycloalkylalkyl, unsubstituted or substituted aryl, unsubstituted or substituted aralkyl, unsubstituted or substituted lower aryloxalkyl, unsubstituted or substituted heteroaryl, unsubstituted or substituted heteroarylalkyl and $-Z_{31}R_{31}$, the substituents being selected from the group consisting of halogen, aryl,



and $-Z_{32}-R_{34}$, $-Z_{31}$ is selected from the group

consisting of $-O-$, $-C(O)-$, $-OC(O)-$ and $-S-$, R_{31} is selected from the group consisting of hydrogen, lower alkyl, aryl and lower aralkyl, R_{32} and R_{33} are individually selected from the group consisting of hydrogen, lower alkyl, aralkyl and alkylcarbonyl or together with the nitrogen form a heterocycloalkyl, Z_{32} is selected from the group consisting of oxygen, sulfur, $-C(O)-$, $-S(O)-$, $-OCO-$ and $-SO_2$, R_{34} is selected from the group consisting of hydrogen, lower alkyl, aryl and lower aralkyl and its non-toxic, pharmaceutically acceptable salts sufficient to treat said pathological disorders.

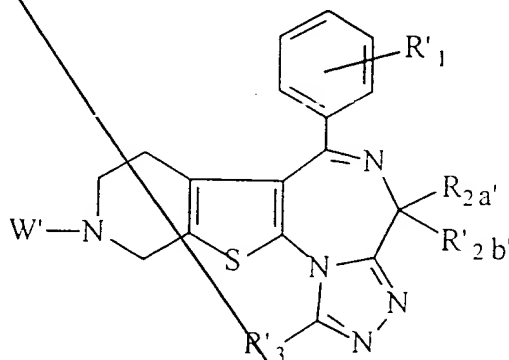
Claim 3, line 1, cancel the amendment and insert --The method of claim 10 wherein--

Claim 4, cancel the amendment to lines 1 and 2 and insert

~~- The method of claim 10 wherein the compound is selected from the group consisting of -~~

~~Claim 9, line 2, change "1" to --10--~~

~~- 11. A compound of the formula~~



~~II~~

~~wherein W' is hydrogen or -C(Y')-X'-R', R' is selected from the group consisting of phenyl, naphthyl, indolyl and pyridyl, all unsubstituted or substituted with at least one member of the group consisting of methyl, ethyl, propyl, isopropyl, butyl, tert.-butyl, methoxy, ethoxy, methylthio, ethylthio, methoxycarbonyl, ethoxycarbonyl, methylsulfonyl, ethylsulfonyl, chlorine, fluorine, bromine, trifluoromethyl, trifluoromethoxy, -OH, -NO₂, -CN, phenyl, phenoxy and morpholino, X' is selected from the group consisting of -CH₂-, -CH₂-CH₂-, -CH₂NH-, -NH-, -O-, -S- and a covalent bond, Y' is oxygen or sulfur, R'₁ is at least one member of the group consisting of hydrogen, chlorine, methyl and methoxy, R'_{2a} and R'_{2b} are individually hydrogen or methyl, R'₃ is selected from the group~~

B³
cont.
CL
cont

consisting of hydrogen, methyl, ethyl, propyl, butyl, pentyl, hexyl, heptyl, methoxyethyl, ethoxyethyl, dimethylaminoethyl, cyclohexylmethyl, phenyl, diphenyl, benzyl unsubstituted or substituted with -OH or methoxy, phenethyl, naphthylmethyl and indolylmethyl excluding the compounds of Formula II wherein a) W' is hydrogen, R'₁ is o-chlorine, R'_{2a} is hydrogen, R'_{2b} is hydrogen or methyl and R'₃ is methyl and b) wherein W' is -(Y)C-X'-R' and i) X' is -NH-, Y' is oxygen, R'₁ is o-chlorine, R'_{2a} and R'_{2b} are hydrogen, R'₃ is methyl and R' is selected from the group consisting of 4-tert.butyl-phenyl, 4-trifluoromethyl-phenyl, 4-methoxy-phenyl, 3,4,5-trimethoxy-phenyl, 2,3-dichloro-phenyl, 2,3-difluoro-phenyl, 4-phenoxy-phenyl, pyridinyl and cyanophenyl or ii) X' is -NH-, Y' is sulfur, R'₁ is o-chloro, R'_{2a} and R'_{2b} are hydrogen, R'₃ is methyl and R' is selected from the group consisting of 4-tert.butyl-phenyl, 2,4-ditert.butyl-phenyl, 2-trifluoromethyl-phenyl, 3-trifluoromethyl-phenyl, 4-trifluoromethyl-phenyl, 4-methoxy-phenyl, 3,4,5-trimethoxy-phenyl, 4-fluoro-phenyl and 4-methylsulfonyl-phenyl or iii) X' is -CH₂-NH-, Y is oxygen, R'₁ is o-chlorine, R'_{2a} and R'_{2b} are hydrogen, R'₃ is methyl and R' is phenyl, or iiiii) X' is oxygen or a covalent bond, Y' is oxygen, R'₁ is o-chlorine, R'_{2a} and R'_{2b} are hydrogen, R'₃ is methyl and R' is pyridyl or cyanophenyl or iiiiii) X' is hydrogen, Y' is oxygen, R' is O-chlorine and R'_{2a} and R'_{2b} are hydrogen, R'₃ is methyl and R' is phenyl or iiiiii) X' is -CH₂-CH₂-, Y' is oxygen, R' is o-chloro, R'_{2a}' and R'_{2b}' are hydrogen, R'₃ is methyl and R' is phenyl.